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UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FILED

JUL 3 - 2001

NANCY MAYER-WHITTINGTON, CLERK
U.S. DISTRICT COURT

In re: Vitamins Antitrust Litigation

MDL No. 1285

Misc. No. 99-0197 (TFH)

This document relates to:

ALL CLASS ACTIONS

**ORDER ON CLASS PLAINTIFFS' MOTION
TO DISTRIBUTE REMAINING SETTLEMENT FUNDS**

In November of 2000, this Court approved the payment of one hundred forty million, seventy-one thousand, nine hundred fifty-nine dollars (\$140,071,959) to Settlement Class Members whose claims were determined to be wholly or partially complete.

Since that time, the Claims Administrator has conducted an audit of claims and all disputes relating to opt out calculations have been resolved. The Court has reviewed the procedures taken in the audit process, as described in Class Plaintiffs' Motion and Class Plaintiffs' Supplemental Memorandum, and has considered the matters presented and all papers (including the affidavits and exhibits) filed with respect to such matters and now finds it appropriate to order that, after certain approved payments, the Settlement Fund be distributed in full, with a reserve account maintained for the remaining disputed claims.

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NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED
THAT:

1. The procedures used and actions taken by the Claims Administrator and Class Plaintiffs' Counsel, as described in Class Plaintiffs' Motion and Class Plaintiffs' Supplemental Memorandum, for administration of the settlement and claims procedure, resolution of disputes, and audit of claims are fair and reasonable and are hereby adjudged to have been proper and complete, and the administrative determinations of the Claims Administrator, as reflected in the exhibits to the two Affidavits of Edward Sincavage, CPA, Regarding Distribution of the Vitamin Products Settlement Fund ("Sincavage Affidavits") in this matter are approved.

2. Any taxes due to the Internal Revenue Service shall be paid from the Settlement Fund before its final distribution to claimants.

3. Four million, four hundred forty six thousand, five hundred nine dollars (\$4,446,509) shall remain in the Settlement Fund escrow account pending resolution of three claims, involving six claimants, identified by the Claims Administrator.

4. Costs of four hundred seventy-one thousand, two hundred fifty-two dollars (\$471,252) are awarded to pay the fees of the Claims Administrator and Tax Preparer.

5. After the payments named in Paragraph 2, 3, and 4 and any other Court-approved payments have been completed, the Vitamins Products Settlement Fund, in the amount of one hundred four million, three hundred fifteen thousand, three hundred forty six dollars (\$104,315,346), plus any earnings accrued up to the date of distribution, shall be distributed to the Settlement Class Members, according to the principles set forth in the Plan of Distribution as reflected in the Calculation of Final Recovery Percentage attached to the Sincavage Affidavit,

May 21, 2001.

6. The Claims Administrator is authorized to attempt to contact and to reissue checks to those claimants whose checks remained uncashed from the first distribution.

7. The Claims Administrator is authorized to prepare checks consistent with paragraph 5. The approved distribution shall be made as soon as reasonably possible.

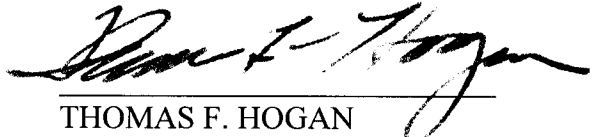
8. The checks for this distribution shall bear the notation, "Non-Negotiable After 120 Days," and no checks shall be negotiated in the Settlement Fund more than 140 days after the date of the checks.

9. All parties and Class Plaintiffs' Counsel and their agents are released from any liability in connection with the processing of the Proofs of Claim and the distribution of the Vitamins Products Settlement Fund except for any proven gross or willful misconduct.

10. Class Plaintiffs' Counsel shall confirm to the Court that all procedures set forth above for distribution have been followed, within 30 days after distribution.

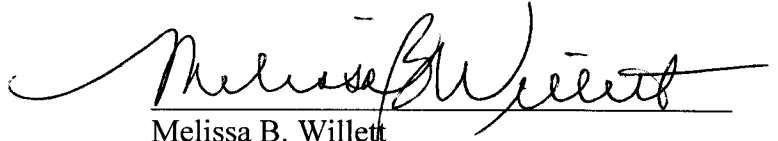
11. The Court reserves jurisdiction over all matters relating to further distribution of the Settlement Fund, administration and consummation of the terms of the settlements.

Dated:  May 24, 2001


THOMAS F. HOGAN
United States District Judge

CERTIFICATE OF SERVICE

This is to certify that I have on this 24th day of May 2001, served true and correct copies of the foregoing Order On Class Plaintiffs' Motion To Distribute Remaining Settlement Funds via hand delivery to the Clerk of the Court, and on Verilaw for electronic service on counsel of record, pursuant to the May 17, 2000 Stipulated Order Regarding Electronic Service.

A handwritten signature in black ink, appearing to read "Melissa B. Willett", is written over a horizontal line.

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